

I, H. J. Almers, Jr., Executive Vice President and Cashier of Southern Bank and Trust Company, do hereby certify that a special meeting of the shareholders of Southern Bank and Trust Company, Greenville, South Carolina, was duly held on the 6th day of December, 1972 at the Directors' Room of the Bank's Operations Building at 1302 Rutherford Road, Greenville, South Carolina, at 3:00 o'clock p.m.; that, in accordance with the requirements of Section 12-20.3 of the Code of Laws for South Carolina, 1962, as amended, printed notice of the special meeting of the shareholders held on December 6, 1972 was mailed to each shareholder twenty days prior to said meeting, which notice contained the following: (a) the time, place and purpose of the meeting and its designation as a special meeting of the shareholders; (b) an outline of the material features of the plan of merger between Southern Bank and Trust Company and Merchants and Planters Bank; (c) balance sheets and profit and loss statements of each bank for the three years preceding the date of the meeting; and, (d) prominently displayed, a clear and concise statement that shareholders dissenting to the plan of merger were entitled, upon compliance with Section 12-16.27 of the Code of Laws for South Carolina, 1962, as amended, to be paid the fair value of their shares. That, pursuant to Section 12-19.4 of the Code of Laws for South Carolina, 1962, as amended, the aforementioned notice to shareholders also included a notice of a proposal to increase the authorized capital of the Bank from \$3,661,725 of common stock, divided into 732,345 shares of the par value of \$5.00, to an authorized capital of \$4,123,725 of common stock divided into 824,745 shares of the par value of \$5.00. That, at the time said meeting was held, there were 607,353 shares of common stock issued and outstanding of Southern Bank and Trust Company (The balance of 124,992 shares continues to be reserved, unissued, to provide for the conversion of Capital Notes issued and outstanding.); that 481,029 shares voted for the plan of merger and 0 shares voted against the plan of

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